

TVCSD SPECIAL Board of Director's Meeting Minutes

Date: Wednesday, July 22, 2015, 6:00 pm

Location: Tomales Town Hall, Tomales, California 94971

Board Members Present: President Bill Bonini, Deborah Parrish, Sue Sims

Board Members Absent: Patty Oku (arrived late).

Also Present: Melinda Bell, Donna Clavaud, Gary Phillips, (Phillips and Associates), Ted

Anderson.

I. Call To Order:

Bill Bonini called meeting to order at 6:09 p.m.

II. Open Communication: None

Time for community members and visitors to bring up items they wish to discuss and items that do not appear on the agenda. Added items will be included under Other Business.

Sue Sims motioned to strike item #9 and #10 from the July 22, 2015 Special board meeting agenda, as they aren't on topic. Deborah Parrish seconded the motion. M/S/Carried

III. Appointment of Treasurer:

A. Discuss, determine and vote on District Treasurer.

Deborah Parrish motioned to elect Melinda Bell as treasurer for TVCSD. Sue Sims seconded the motion. Melinda Bell accepted the position as Treasurer for TVCSD. M/S/Carried

IV: Adopt bank signature cards:

A. Sign bank signature cards for Bank of Marin and Redwood Credit Union.

Melinda Bell requests that Bill Bonini sign the signature cards for Bank of Marin and Redwood Credit Union. Bill will sign signature cards.

V. Phillips and Associates as Interim GM:

A. Review proposal from Phillips and Associates to provide Interim General Manager services.

Phillips and Associates has been the TVCSD operator for 17 years and responded to Operators/Maintenance portion of RFP (as interim for 60 days as the operator for TVCSD) but not the General Manager portion for the RFP. Sue Sims questioned Gary Phillips if 60 days is adequate until a new Administrator is hired, Gary said it was an arbitrary number and he will be willing to help out until a new Administrator if hired, views this as a transition period and after 60 days there will be more clarity. Deborah Parrish asked Gary Phillips under what circumstances would Phillips and Associates be willing to be the Administrator, for 20 hours per month, as part of the services Phillips and Associates already provides. Gary said it was a possibility but it hasn't been put on the table. Deborah Parrish questioned how much overlap there would be between Phillips and Associates and a General Manager and what would be more efficient. Phillips and Associates does provide operations and management for other clients. Bill Bonini asked Gary Phillips for his recommendation; is it more efficient to hire an Administrator. Prior TVCSD Board wanted to hire an Administrator to write grants, which doesn't fit into Phillips and Associates scope of work. Deborah Parrish broke down job descriptions as follows: General Management, Office Management, Administrative Support, Sewer System Administration, and the Park. Example: Whom would the public call if there were a problem? Gary Phillips said the call would be forwarded to his dispatch center, which is available 24/7. Deborah Parrish asked who would manage state laws and compliant issues? Gary Phillips that's on the radar now and needs to addressed sooner than later. Bill Bonini wants to know what needs to be done by what date and what the Board needs to do. Gary Phillips said revisions of operations and maintenance manuals were due in August. Bill Bonini asked what else needed to be done. Sue Sims said a calendar with deadline dates would be helpful. Gary Phillips said the Administrator would receive this information for Board packets and would be Action items on the TVCSD agenda. Donna Clavaud guestioned if the Board or PAC could take more responsibility for the Park. Deborah Parrish read remaining items on RFP, Gary Phillips reminded the board he would be responsible for the technical aspect of the RFP, and not the peripheral items on the list. Deborah Parrish said the secretary could maintain the Board binder, post agenda, put together the monthly board packet, record and type the minutes, and send packet to board members. Donna Clavaud suggested an interim contract or an MOU (Memorandum of Understanding) with Gary Phillips. Deborah Parrish suggests an MOU. Gary Phillips suggests appointing a committee to work out an agreement, and bring it to the Board as an action item.

Deborah Parrish motioned to create a committee to handle the agreement between TVCSD and Phillips and Associates and Bill Bonini will be the Committee Chair. Sue Sims seconded the motion. M/S/Carried

Gary Phillips suggests that TVCSD roll over the operations/maintenance manual the way it is for a year and next year redo the manual with all the new guidelines.

VI. Robert Johnson, CPA Engagement Letter:

A. Review, approve, sign and return audit engagement letter.

Sue Sims motioned to accept Robert Johnson, CPA Engagement letter. Deborah Parrish seconded the motion. M/S/Carried

VII. IRS letter regarding form 8952:

A. Review and advise staff on submitting reclassification statement and signed closing agreement.

Melinda Bell received our check back, which had been sent to the IRS for Form 8952 settlement agreement, negotiated by Sonoma County Counsel. Melinda Bell is revising the form and resubmitting it.

VIII. Secretarial services:

A. Review and approve secretarial duties and appoint new District board secretary.

Deborah Parrish and FAC reviewed the RFP for secretarial duties. Sorted through what could be given to Finance/Treasurer such as secure and maintain insurance policies, budgeting process, working with Marin County Tax Collector, fiscal manager would coordinate with General Manager, adhere to TVCSD goals and objectives. Melinda Bell's contract hasn't been solidified yet and can be amended. Melinda Bell may know someone who may be interested, could be a contractor and suggests looking locally also. Deborah Parrish estimates the position to be 6-10 hours a week, or one (1) day a week. Deborah Parrish recommends revising the RFP with the items appointed to Treasurer changed.

Deborah Parrish motioned to create an RFP for Administrative/Secretarial support to include "all of the green items" (as indicated above). Sue Sims seconded the motion.

M/S/Carried Patty Oku abstain (arrived late)

Donna Clavaud suggested to post the RFP the secretarial position in town, and on-line.

Deborah Parrish will send the revised copy of the RFP to the board.

IX. Public notices: Motion made to Strike

A. Review and discuss public notices and approval process.

X. Brown Act Training: Motion made to Strike

A.) Discuss and schedule Brown Act training prior to County training in January 2016.

XI. RFP update:

- **A.**) RFP Next steps, committee appointments, expected timeframe.
 - a. Open remaining bids for Administrator services and operator services.

Gary Phillips of Phillips and Associates RFP came for operations only. Ted Anderson's RFP is "on hand". RFP's will be revised as Phillips and Associates will only do the operations portion of the current RFP.

XII. Adjournment:

Bill Bonini motioned to adjourn the meeting.	No objections.

Meeting adjourned 7:03 p.m.	
Next Meeting: August 12, 2015 7:00 p.n	n. / /
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Approved by: President Bill Bonini	Date
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Attested by: Cynthia Hammond, Secretary Date